



## FLIR Maritime US, Inc. (FLIR) Minimum Retail Price (MRP) Policy

### APPLICABLE IN THE US AND CANADA ONLY

FLIR Maritime US, Inc. ("FLIR") values its relationships with its dealers, distributors and retailers (together, "Resellers") and appreciates the efforts undertaken to distribute FLIR products to customers. In an effort to protect the long-term interests of FLIR as well as its Resellers and customers, FLIR has unilaterally adopted this Minimum Retail Price ("MRP") Policy for selected FLIR products. This MRP Policy has been adopted to ensure the continued competitiveness and strong brand image of FLIR products in the marketplace and will be uniformly enforced by FLIR.

FLIR will make available to its Resellers the MRP of designated FLIR products to which the MRP applies (the "MRP Products"). At any time upon notice to Resellers, FLIR may amend the MRP Product list and/or the MRP, including for special pricing promotions or for discontinued products. Resellers have the discretion to establish their own pricing under this MRP Policy; however, FLIR reserves its right and option, without any liability to Resellers, to take any or all of the following actions in the event of a violation of this MRP Policy:

- A. cancel an order or shipment of MRP Products;
- B. refuse new orders for MRP Products indefinitely;
- C. permanently terminate a Reseller's ability to resell or distribute MRP Products

The following will be considered a violation of this MRP Policy:

- A. Any advertisement, offer or sale of a MRP Product at a net retail sales price which is below the MRP pricing specified for the MRP Product.
- B. Discounting of the MRP Products or payment of sales tax for a customer for said MRP Products such that the retail sales price paid would be below the specified MRP.
- C. Advertising any MRP Product at a net retail sales price below the specified MRP in connection with any trade-in offer for any other product.
- D. Any rebate not provided by the manufacturer that results in a net retail sales price below the specified MSRP.
- E. Any gift card or in-store rebate that specifically sets forth a price below the specified MRP on any MRP Product
- F. Any advertisement, offer or sale combining MRP and MAP Product below the recommended bundled price provided by FLIR.

This MRP Policy applies only to MRP Products. Other FLIR policies also may apply to the MRP Products and other FLIR products. This MSRP Policy is the unilateral policy of FLIR; it is not a contract or an agreement and FLIR does not seek nor will it solicit any Resellers' approval of or consent to this Policy. FLIR also will not discuss changes to this MRP Policy, customer pricing or the pricing of other Resellers. FLIR sales personnel are not authorized to modify or grant exceptions to this MRP Policy. This MRP Policy may be modified only by an authorized officer of FLIR. FLIR has the sole discretion as to whether MRP products are being advertised, offered or sold in violation of this MRP Policy.